Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 12/01 **, 2009, and ending** 11/30 , 2010

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions

UEBERROTH FAMILY FOUNDATION
11150 W. OLYMPIC #860
LOS ANGELES, CA 90064

A Employer identification number 33-0078919

B Telephone number (see the instructions) (310) 473-7317

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 38,305,842.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants etc received (att sch)	896,725.			
2 Ck ► ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	265,549.	265,549.	265,549.	
4 Dividends and interest from securities	902,902.	902,902.	902,902.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-11,133.			
b Gross sales price for all assets on line 6a 3,752,264.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	-42,459.	-42,459.	-42,459.	
12 **Total.** Add lines 1 through 11	2,011,584.	1,125,992.	1,125,992.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers directors, trustees, etc	89,400.		89,400.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	30,500.		30,500.	
c Other prof fees (attach sch) See St 3	813.		813.	
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	7,084.		7,084.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	56,447.	52,732.	56,447.	
24 **Total operating and administrative expenses.** Add lines 13 through 23	184,244.	52,732.	184,244.	
25 Contributions, gifts, grants paid Part XV	1,951,130.			1,951,130.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,135,374.	52,732.	184,244.	1,951,130.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-123,790.			
b **Net investment income** (if negative, enter -0-)		1,073,260.		
c **Adjusted net income** (if negative, enter -0-)			941,748.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	7,784,936.	5,091,822.	5,091,822.
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule) Statement 6	2,347,102.	1,720,071.	1,757,688.
b	Investments – corporate stock (attach schedule) Statement 7	3,942,173.	3,855,879.	8,702,826.
c	Investments – corporate bonds (attach schedule) Statement 8	14,307,252.	14,453,929.	15,315,906.
11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) Statement 9	3,864,916.	6,545,358.	7,437,600.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	32,246,379.	31,667,059.	38,305,842.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	32,246,379.	31,667,059.	
30	**Total net assets or fund balances** (see the instructions)	32,246,379.	31,667,059.	
31	**Total liabilities and net assets/fund balances** (see the instructions)	32,246,379.	31,667,059.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	32,246,379.
2	Enter amount from Part I, line 27a	2	-123,790.
3	Other increases not included in line 2 (itemize) ► See Statement 10	3	150.
4	Add lines 1, 2, and 3	4	32,122,739.
5	Decreases not included in line 2 (itemize) ► See Statement 11	5	455,680.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	31,667,059.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 12			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-11,133.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-1,042.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,758,157.	36,795,039.	0.047782
2007	1,887,900.	39,002,178.	0.048405
2006	1,323,600.	27,309,479.	0.048467
2005	921,285.	17,438,525.	0.052830
2004	602,500.	14,607,290.	0.041247

2	**Total** of line 1, column (d)	2	0.238731
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047746
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	37,808,112.
5	Multiply line 4 by line 3	5	1,805,186.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,733.
7	Add lines 5 and 6	7	1,815,919.
8	Enter qualifying distributions from Part XII, line 4	8	1,951,130.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	10,733.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	10,733.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,733.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	51,665.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	51,665.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	40,932.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 40,932. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 13	10	X	

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Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ISAAC BARANOWICZ Telephone no ► (310) 473-7317

Located at ► 11150 W. OLYMPIC SUITE 860 LOS ANGELES CA ZIP + 4 ► 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? **(Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here				
► 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
VIRGINIA UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	PRESIDENT 3.00	0.	0.	0.
VICKI BOOTH P. O. BOX 100 LAGUNA BEACH, CA 92652	SECRETARY 40.00	89,400.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	TREASURER 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. a Average monthly fair market value of securities		1a	31,785,829.
b Average of monthly cash balances		1b	6,598,041.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	38,383,870.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	38,383,870.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	575,758.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	37,808,112.
6 **Minimum investment return.** Enter 5% of line 5		6	1,890,406.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	1,890,406.
2a Tax on investment income for 2009 from Part VI, line 5	2a 10,733.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	10,733.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,879,673.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,879,673.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,879,673.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,951,130.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,951,130.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,733.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,940,397.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,879,673.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			69,442.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 1,951,130.				
a Applied to 2008, but not more than line 2a			69,442.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				1,879,673.
e Remaining amount distributed out of corpus	2,015.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,015.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,015.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 2,015.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

VIRGINIA UEBERROTH

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

See Statement 14

b The form in which applications should be submitted and information and materials they should include:

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE		FOUNDATION GOAL	1,951,130.
Total			► **3a**	1,951,130.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					265,549.
4 Dividends and interest from securities					902,902.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-42,459.
8 Gain or (loss) from sales of assets other than inventory					-11,133.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					1,114,859.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,114,859.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Virginia Ueberroth | 5/24/2011 ▶ Chairman
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 5/19/11	Check if self-employed ▶☐	Preparer's identifying number (see Signature on page 30 of the instructions) P00587679
Firm's name (or yours if self-employed), address, and ZIP code ▶	I B MANAGEMENT, INC 11150 W OLYMPIC BLVD SUITE 860 LOS ANGELES, CA 90064-1839		EIN ▶ 95-3276792 Phone no (310) 473-7317

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
UEBERROTH FAMILY FOUNDATION	33-0078919

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(_____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule –

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $__________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
UEBERROTH FAMILY FOUNDATION	33-0078919

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	UEBERROTH FAMILY TRUST P.O. BOX 100 LAGUNA BEACH, CA 92652	$ 400,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	UEBERROTH FAMILY TRUST P. O. BOX 100 LAGUNA BEACH, CA 92652	$ 466,725.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	STEVEN CASE 419 SIGNAL ROAD NEWPORT BEACH, CA 92660	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	NAIOP SOCIAL CHAPTER 2900 BRISTOL ST. SUITE G-105 COSTA MESA, CA 92626	$ 11,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	YOUNG PRESIDENTS ORGANIZATION 28761 WOODCOCK DRIVE LAGUNA NIGUEL, CA 92677	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: UEBERROTH FAMILY FOUNDATION

Employer identification number: 33-0078919

Part II **Noncash Property** (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	35000 SHS AMBASSADORS GROUP	$ 466,725.	12/30/09

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: UEBERROTH FAMILY FOUNDATION

Employer identification number: 33-0078919

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols (a) through (e) and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once — see instructions.) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -42,459.	$ -42,459.	$ -42,459.
Total	$ -42,459.	$ -42,459.	$ -42,459.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOOKKEEPING, TAX RETURN AND AUDIT FEES	$ 30,500.		$ 30,500.	
Total	$ 30,500.	$ 0.	$ 30,500.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL FEES	$ 813.		$ 813.	
Total	$ 813.	$ 0.	$ 813.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	$ 7,084.		$ 7,084.	
Total	$ 7,084.	$ 0.	$ 7,084.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE ACCOUNT FEES	$ 52,732.	$ 52,732.	$ 52,732.	
FILING FEES	160.		160.	
OFFICE EXPENSES	2,350.		2,350.	
PAYROLL PROCESSING	1,205.		1,205.	
Total	$ 56,447.	$ 52,732.	$ 56,447.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
250000 FFCB 3.15 5/19/11	Cost	$ 248,251.	$ 253,438.
250000 FNMA 1.75 3/23/11	Cost	249,743.	251,250.
400000 FFCB 2.625 4/17/14	Cost	399,108.	421,000.
400000 FHLM 2.875	Cost	423,041.	424,624.
400000 FNMA 1.50	Cost	399,928.	407,376.
		$ 1,720,071.	$ 1,757,688.
	Total	$ 1,720,071.	$ 1,757,688.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
8000 COCA COLA	Cost	$ 330,057.	$ 508,880.
22000 PROCTER & GAMBLE	Cost	666,647.	1,343,540.
5000 FIRST AMERICAN FINL	Cost	56,381.	70,850.
10605 GENERAL ELECTRIC	Cost	362,995.	167,877.
10000 FELCOR LODGING	Cost	163,900.	59,300.
2000 DOW CHEMICAL	Cost	65,913.	62,360.
5000 MICROSOFT	Cost	145,752.	127,088.
5000 GE CAP 5 7/8 PFD	Cost	125,000.	126,000.
2000 COLGATE PALMOLIVE	Cost	91,334.	153,100.
10000 BRISTOL MYERS	Cost	225,346.	252,400.
2000 EXXON MOBIL	Cost	101,667.	140,000.
100000 AMBASSADORS INTL	Cost	45,630.	21,250.
1000 CONOCO PHILLIPS	Cost	71,842.	60,720.
2000 CITIGROUP	Cost	99,404.	8,400.
3000 BROADCOM	Cost	62,720.	133,710.
4000 WEATHERFORD	Cost	138,753.	81,640.
395000 AMBASSADORS GRP	Cost	124,741.	4,372,650.
5000 A T & T	Cost	165,461.	138,950.
1162 GEN DYNAMICS	Cost	100,045.	76,797.
1100 SCHLUMBERGER	Cost	99,916.	85,305.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1495 ISHARES BARCLAY	Cost	$ 149,467.	$ 163,672.
5000 JP CHASE 7.0	Cost	121,640.	126,100.
5000 UBS CAP 6.50 PFD	Cost	112,801.	125,300.
5000 WELLS 6.25 PFD	Cost	108,267.	125,550.
5000 CORELOGIC	Cost	70,232.	91,050.
1388 GREEN DOT	Cost	49,968.	80,337.
	Total	$ 3,855,879.	$ 8,702,826.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
500000 AN BUSCH 4.7 4/15/12	Cost	$ 487,480.	$ 527,223.
250000 IBM 4.75 11/29/12	Cost	245,533.	270,100.
500000 ABBOTT LABS 5.15 4/30/12	Cost	515,244.	543,200.
500000 ASTRAZENICA 5.40 9/15/11	Cost	519,023.	547,560.
500000 CON ED 5.625 7/1/12	Cost	526,610.	548,066.
500000 A T & T 4.95 11/15/10	Cost	511,305.	547,766.
500000 VERIZON 5.55 2/15/16	Cost	502,505.	585,619.
500000 G E 5.5 12/15/19	Cost	500,000.	516,979.
500000 B OF A 5.75 12/11/17	Cost	510,810.	532,270.
500000 WELLS FARGO 5.25 10/23/12	Cost	500,005.	540,288.
500000 ALTRIA 7.75 2/6/14	Cost	534,250.	596,736.
425000 G E CAP 4.75 9/15/14	Cost	409,525.	464,370.
425000 GOLDMAN SACHS 5.15 11/15/14	Cost	422,510.	468,810.
425000 CATERPILLAR 6.125 2/17/14	Cost	431,201.	494,834.
425000 DUKE ENERGY 6.30 2/11/14	Cost	448,723.	490,065.
225000 CONOCO 4.75 2/1/14	Cost	224,368.	248,719.
350000 HP 4.75 6/2/14	Cost	349,975.	388,168.
100000 BOEING 5.0 3/15/14	Cost	99,558.	111,610.
300000 JOHN DEERE 5.35 1/17/12	Cost	307,665.	315,264.
300000 PITNEY BOWES 5.75 9/15/17	Cost	307,824.	319,827.
250000 BECTON DICKINSON 5.0 5/15/19	Cost	248,370.	281,310.
250000 NATL RUR UTIL 5.5 7/1/13	Cost	260,230.	277,185.
250000 STATOIL 5.25 4/15/19	Cost	250,760.	285,475.
250000 BILLITON FINANCE 5.0 12/15/10	Cost	260,865.	250,365.
250000 MC DONALD 6.0 4/15/11	Cost	268,040.	255,178.
250000 SOCAR ELEC 6.7 2/1/11	Cost	268,250.	252,472.
250000 TARGET 4.0 6/15/13	Cost	252,236.	268,475.
285000 CON ED 5.625 7/1/12	Cost	307,945.	305,762.
350000 GE CAP 5.9 5/13/14	Cost	363,177.	390,691.
350000 SW WIS TECH 1.95 6/1/11	Cost	350,619.	352,509.
300000 GLAXO 4.85 5/15/13	Cost	322,110.	327,924.
500000 GOLDMAN SACHS 5.125 1/15/15	Cost	527,935.	546,664.
500000 MERRILL LYNCH SUB DEB 6.05 5/16	Cost	515,870.	514,241.
500000 MORGAN STANLEY 6.0 5/13/14	Cost	540,060.	546,507.
250000 BOTTLING GRP LLC 4.125 6/15/15	Cost	267,348.	273,027.
300000 JPMORGAN CHASE 3.7 1/20/15	Cost	317,610.	312,702.
250000 NOVARTIS CORP 4.125 2/10/14	Cost	268,210.	270,395.
500000 GLAXO 4.85 5/15/13	Cost	510,180.	547,550.
	Total	$ 14,453,929.	$ 15,315,906.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
PYRAMID ACQUISITION FUND	Cost	$ -5,095.	$ -5,095.
PHOC II LLC	Cost	61,958.	61,958.
250 DRIEHAUS MICRO CAP FUND LP	Cost	250,000.	304,040.
Total Other Investments		$ 306,863.	$ 360,903.
Other Publicly Traded Securities			
4000 MERRILL LYNCH CAP TR IV	Cost	102,000.	95,880.
2730 SPDR GOLD TRUST	Cost	248,087.	369,697.
5495 ISHARES	Cost	250,076.	298,159.
4590 VANGUARD EMERGING MARKETS	Cost	149,214.	209,029.
6434 SPDR TRUST	Cost	684,734.	762,381.
30600 KEELEY MIDCAP	Cost	250,000.	285,802.
39308 TEMPLETON GLOBAL	Cost	500,000.	527,909.
UBS PACE FUNDS	Cost	3,054,783.	3,480,238.
49213 PIMCO FOREIGN BOND FUND	Cost	500,000.	528,051.
20724 POWERSHARES DB COMMODITY INDEX	Cost	499,601.	519,551.
Total Other Publicly Traded Securities		$ 6,238,495.	$ 7,076,697.
Total		$ 6,545,358.	$ 7,437,600.

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

NONDEDUCTIBLE FEE REIMBURSEMENT	$ 150.
Total	$ 150.

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

DONATION-ADJ TO DONOR'S BASIS	$ 455,672.
NONDEDUCTIBLE PARTNERSHIP EXP	8.
Total	$ 455,680.

Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	250000 LASALLE FUNDING 3.0 NOTE	Purchased	6/09/2003	12/15/2009
2	240000 GOLDMAN SACHS 1.75 CD	Purchased	1/08/2009	12/03/2009
3	5000 GEORGIA POWER 6.0 BONDS	Purchased	1/12/2009	6/24/2009
4	250000 BOEING CAPITAL 6.1 BOND	Purchased	8/03/2007	4/05/2010

Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
5	500000 GOLDMAN SACHS 4.50 BOND	Purchased	11/13/2006	4/05/2010
6	250000 JPMORGAN CHASE 4.50 BOND	Purchased	2/17/2005	4/05/2010
7	50000 DOW CHEMICAL BV BOND	Purchased	5/16/2008	5/17/2010
8	500 VISA INC CLASS A	Purchased	3/19/2008	10/28/2010
9	400000 FHLMC 2.0	Purchased	10/02/2009	4/19/2010
10	400000 FNMA 3.0	Purchased	10/02/2009	7/23/2010
11	275000 FHLB 1.30	Purchased	5/25/2010	8/27/2010
12	250000 FHLMC 3.25	Purchased	2/10/2009	2/18/2010
13	250000 BP CAPITAL MARKETS 3.625	Purchased	5/01/2009	5/14/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	250,000.		250,000.	0.				$ 0.
2	240,000.		240,000.	0.				0.
3	125,000.		125,316.	-316.				-316.
4	260,530.		259,145.	1,385.				1,385.
5	502,860.		491,210.	11,650.				11,650.
6	254,875.		253,750.	1,125.				1,125.
7	500,000.		546,250.	-46,250.				-46,250.
8	37,744.		22,000.	15,744.				15,744.
9	400,000.		400,000.	0.				0.
10	400,000.		400,000.	0.				0.
11	275,000.		275,726.	-726.				-726.
12	250,000.		250,000.	0.				0.
13	256,255.		250,000.	6,255.				6,255.
							Total	$ -11,133.

Statement 13
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
PETER & VIRGINIA UEBERROTH	P. O. BOX 100 LAGUNA BEACH, CA 92652

Statement 14
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	VIRGINIA UEBERROTH
Care Of:	
Street Address:	P. O. BOX 100
City, State, Zip Code:	LAGUNA BEACH, CA 92652
Telephone:	(949) 720-9646
Form and Content:	STANDARD SOLICITATION FORMS
Submission Deadlines:	NONE

Statement 14 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: NONE

THE UEBERROTH FAMILY FOUNDATION
33-0078919
11/30/2010

SCHEDULE OF GIFTS GIVEN

HOAG HOSPITAL FOUNDATION **One Hoag Dr.** **P.O. Box 6100** **Newport Beach, CA 92658-6100**	**$315,000.00**
SAGE HILL SCHOOL **20402 Newport Coast Dr.** **Newport Coast, CA 92657**	**$145,000.00**
THINK TOGETHER **2100 E. 4th St. Ste 200** **Santa Ana, CA 92705**	**$100,000.00**
KIDWORKS **1902 W. Chestnut Ave.** **Santa Ana, CA 92703**	**$75,000.00**
SHARE OUR SELVES **1550 Superior Ave.** **Costa Mesa, CA 92627**	**$70,000.00**
GIRL'S INC. **1815 Anaheim Ave.** **Costa Mesa, CA 92627**	**$60,000.00**
SHEA CENTER **26284 Oso Road** **San Juan Capistrano, CA 92675**	**$56,000.00**
GOODWILL INDUSTRIES OF O.C. **410 N. Fairview** **Santa Ana, CA 92703**	**$55,000.00**
CANCER RESEARCH INSTITUTE **One Exchange Plaza** **55 Broadway # 1802** **New York, NY 10006**	**$50,000.00**

EL SOL SCIENCE & ARTS ACADEMY 1010 N. Broadway Santa Ana, CA 92701	$50,000.00
M.I.N.D. RESEARCH INSTITUTE 1503 South Coast Dr. Ste. 202 Costa Mesa CA 92626	$50,000.00
M.O.M.S. 1128 W. Santa Ana Blvd. Santa Ana, CA 92703	$50,000.00
THE WOODEN FLOOR 1810 North Main St. Santa Ana, CA 92706	$50,000.00
HUMAN OPTIONS P.O. Box 53745 Irvine, CA. 92619	$47,000.00
SECOND HARVEST FOOD BANK OF O.C. 8014 Marine Way Irvine, CA 92618	$45,000.00
ILLUMINATION FOUNDATION 780 Roosevelt Irvine, CA 92620	$40,000.00
UCI SAGE SCHOLARS University Research Park 5171 California Ave. #150 Irvine, CA 92697-2505	$40,000.00
CANYON ACRES 1845 W. Orangewood Ave. Suite 300 Orange, CA 92868	$30,000.00
S.P.I.N. 151 Kalmus, H-2 Costa Mesa, CA 92626	$30,000.00
WORKING WARDROBES 11614 Martens River Circle Fountain Valley, CA 92708	$30,000.00

EL VIENTO FOUNDATION **P.O. Box 3897** **Huntington Beach, CA 92605-3897**	**$25,000.00**
FREE WHEELCHAIR MISSION **9341 Irvine Blvd.** **Irvine, CA 92618**	**$25,000.00**
LAGUNA BEACH COMMUNITY CLINIC **362 3rd St** **Laguna Beach, CA 92651**	**$25,000.00**
NEW VISTA SCHOOL **23092 Mill Creek Dr.** **Laguna Hills, CA 92653**	**$25,000.00**
VANDERBILT UNIVERSITY **PMB 407727** **2301 Vanderbilt Place** **Nashville, TN 37203-9700**	**$25,000.00**
HARBOR DAY ENDOWMENT CORP. **3443 Pacific View Dr.** **Corona del Mar, CA 92625**	**$24,500.00**
ALZHEIMERS FAMILY SERVICES **9451 Indianapolis Ave.** **Huntington Beach, CA 92646**	**$20,000.00**
BOYS HOPE/GIRLS HOPE **1041 W. 18th St. Ste. 101 A** **Costa Mesa, CA 92627**	**$20,000.00**
FRIENDSHIP SHELTER **P.O. Box 4252** **Laguna Beach, CA 92651**	**$20,000.00**
LAURA'S HOUSE **999 Corporate Dr. #225** **Ladera Ranch, CA 92694**	**$20,000.00**
MUSCULAR DYSTROPHY ASSOCIATION **3415 South Sepulveda Blvd. Ste. 550** **Los Angeles, CA 90034**	**$20,000.00**

DAMON RUNYAN CANCER RESEARCH FDN One Exchange Plaza 55 Broadway, Suite 302 New York, NY 10006	$15,000.00
OCEAN INSTITUTE 24200 Dana Point Harbor Dr. Dana Point, CA 92629	$15,000.00
OLIVE CREST 2130 East Fourth St. Suite 200 Santa Ana, CA 92705	$15,000.00
PLANNED PARENTHOOD 700 S. Tustin Street Orange, CA 92866	$15,000.00
REMIND – THE BOB WOODRUFF FDN P.O. Box 955 Bristow, VA 20136	$15,000.00
AUTRY NATIONAL CENTER 4700 Western Heritage Way Los Angeles, CA 90027	$12,500.00
MONTEREY PENINSULA FOUNDATION 1 Lower Ragsdale Dr. Bldg. 3 #100 Monterey, CA 93940	$12,000.00
CASA COLINA P.O. Box 6001 Pomona, CA 91769-6001	$10,000.00
C.A.S.A. 1615 E. 17th St. #100 Santa Ana, CA 92705	$10,000.00
CRYSTAL COVE ALLIANCE #45 Crystal Cove Newport Coast, CA 92657	$10,000.00
DISCOVERY SCIENCE CENTER 2500 North Main St. Santa Ana, CA 92705	$10,000.00

ORANGEWOOD CHILDRENS FOUNDATION **1575 E. 17th St.** **Santa Ana, CA 92705**	**$10,000.00**
PROVIDENCE SPEECH AND HEARING CENTER **1301 Providence Ave.** **Orange, CA 92868**	**$10,000.00**
SPECIAL OLYMPICS of O.C. **2080 N. Tustin Ave. Suite B** **Santa Ana, CA 92705**	**$10,000.00**
SPEECH AND LANGUAGE DEVELOPMENT CTR **8699 Holder St.** **Buena Park, CA 90620**	**$10,000.00**
USA WATER POLO **2124 Main St. Suite 210** **Huntington Beach, CA92648**	**$10,000.00**
WINGSPAN PARTNERSHIPS **1229 Hayes St.** **Napa, CA 94020**	**$10,000.00**
YMCA CAMP JONES GULCH- YMCA OF SF **11000 Pescadero Rd.** **La Honda, CA 94020**	**$10,000.00**
CATE SCHOOL **P.O. Box 5005** **Carpinteria, CA 93014**	**$9,000.00**
DARTMOUTH COLLEGE **6066 Development Office** **Hanover, NH 03755-3555**	**$7,500.00**
ANGEL FLIGHT WEST **3237 Donald Douglas Loop So.** **Santa Monica, CA 90405**	**$5,000.00**
AQUARIUM OF THE PACIFIC **100 Aquarium Way** **Long Beach, CA 90802**	**$5,000.00**

BOWERS MUSEUM 2002 North Main St. Santa Ana, CA 92706	$5,000.00
BUILD ON P.O. Box 16741 Stamford, CT 06905	$5,000.00
CHAMPION CHARITIES 555 Bryant St. #230 Palo Alto, CA 94301	$5,000.00
NATURE BRIDGE 28 Geary St. San Francisco, CA 94108	$5,000.00
NAVAL POST GRADUATE SCHOOL FDN P.O. Box 8626 Monterey, CA 94943	$5,000.00
NEWPORT BEACH PUBLIC LIBRARY 1000 Avocado Ave. Newport Beach, CA 92660	$5,000.00
PITCH IN FOR BASEBALL 719 Locust Lane Ambler, PA 19002	$5,000.00
UC SANTA BARBARA FDN University of California, Santa Barbara Santa Barbara, CA 93106-2013	$5,000.00
UNIVERSITY OF SOUTHERN CALIFORNIA 3375 S. Hoover St. #H208 Los Angeles, CA 90089	$5,000.00
VOLUNTEER CENTER 1901 E. 4th St. #100 Santa Ana, CA 92705	$5,000.00
DELTA UPSILON EDUCATIONAL FOUNDATION P.O. Box 68942 Indianapolis, IN 46268-0942	$4,000.00

MPS1 RESEARCH FOUNDATION **P.O. Box 9043** **Newport Beach, CA 92658-1043**	**$1,000.00**
OPERATION HOMEFRONT **P.O. Box 241** **Santa Ana, CA 92702**	**$1,000.00**
ORANGE COUNTY SHERIFF'S ADVISORY COUNCIL **P.O. Box 241** **Santa Ana, CA** **92702**	**$1,000.00**
PAT MCCORMICK EDUCATIONAL FDN **915 ½ Electric** **Seal Beach, Ca 90740**	**$1,000.00**
THE JEWISH FEDERATION **6505 Wilshire Blvd. Suite 100** **Los Angeles, CA 90048**	**$1,000.00**
UNITED FRIENDS OF THE CHILDREN **1055 Wilshire Blvd #1955** **Los Angeles, CA 90017**	**$1,000.00**
Total:	**$1,951,130.00**